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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:)	
)	
EASY STREET HOLDING, LLC, <i>et. al.</i>)	Bankruptcy Case No. 09-29905
)	Jointly Administered with Cases
Debtors)	09-29907 and 09-29908
)	
)	
Address: 201 Heber Avenue)	
Park City, UT 84060)	
)	Chapter 11
Tax ID Numbers:)	
35-2183713 (Easy Street Holding, LLC),)	Honorable R. Kimball Mosier
20-4502979 (Easy Street Partners, LLC), and)	
84-1685764 (Easy Street Mezzanine, LLC))	[FILED ELECTRONICALLY]
)	

**DECLARATION OF WILLIAM SHOAF IN SUPPORT
OF EASY STREET PARTNERS' MOTION TO EXTEND THE
EXCLUSIVE PERIOD FOR SOLICITING AND OBTAINING
ACCEPTANCES OF ITS AMENDED PLAN OF REORGANIZATION**

I, William Shoaf, pursuant to 28 U.S.C. § 1746, hereby declare that the following is true
to the best of my knowledge, information and belief:

1. I am one of the co-managers of Easy Street Partners, LLC ("Partners"), Easy Street Mezzanine, LLC, and Easy Street Holding, LLC, debtors and debtors in possession in the above captioned cases (collectively, the "Debtors"). I am also the manager of CloudNine – Sky Lodge Management LLC, which manages the day to day operations of the Debtors' business, The Sky Lodge. I am responsible for and totally familiar with the day to day operations, business, and financial affairs of the Debtors.

2. This declaration is submitted in support of the motion (the "Motion") of Easy Street Partners, LLC to extend the exclusive period for soliciting and obtaining acceptances of its amended chapter 11 plan of reorganization and in response to the opposition (the "Objection") filed by WestLB, AG ("WestLB") to the Motion. Unless otherwise stated in this declaration, I have personal knowledge of the facts set forth herein.

3. Throughout the case, I have prepared numerous budgets and forecasts (collectively, "Financial Information") and have provided such Financial Information to WestLB. In its Objection and the accompanying declaration of Duncan Robertson, WestLB misconstrues the Financial Information it received from Partners at the end of April 2010.

4. WestLB incorrectly asserts that (i) Partners' operating account only holds funds that have already been earmarked for past and current payables, and thus the cash on hand (in excess of \$237,000 at the end of April 2010) should be disregarded in determining the amount of cash collateral remaining to satisfy future obligations, and (ii) the budget projects a net reduction in cash of \$446,740 in April and \$410,882 in May 2010. In fact, the actual cash reduction for April was \$405,154, thereby beating expectations by \$40,000. Moreover, in making these assertions, WestLB ignored that (i) at the end of April, 2010, Partners had \$237,140 in cash in its operating account that was not earmarked to pay any specific obligations and thus should be

included in available cash to pay for future obligations, and (ii) Partners is expected to receive \$125,000 in May and \$100,000 in June from the Homeowners Association (the "HOA"). These glaring omissions result in WestLB misstating the financial condition of Partners.

5. By including the \$237,140 cash in Partners' operating account and the account receivables from the HOA, Partners' projected cash balances at the end of May and June 2010 are \$895,479 and \$669,194, respectively. A correct projection is attached hereto as Exhibit A. This projection is similar to many previously supplied to WestLB. It should be noted that throughout this case, Partners' performance has consistently beat projections and its actual cash positions are regularly greater than projected.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

DATED this 11th day of May, 2010.

A handwritten signature in black ink, appearing to read 'William Shoaf', is written over a horizontal line.

William Shoaf

CERTIFICATE OF SERVICE

I hereby certify that the foregoing Declaration of William Shoaf in Support of Easy Street Partners, LLC's Motion to Extend the Exclusive Period for Soliciting and Obtaining Acceptances of Its Amended Chapter 11 Plan of Reorganization was served this 13th of May, 2010, via first-class mail, postage prepaid, on those parties listed on the attached page(s).

/s/ Kristin Hughes

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